

RECORDATION NO. 26277-C FILED

MAR 31 '06

1-09 PM

ALVORD AND ALVORD
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WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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March 31, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of March 31, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment and Assumption Agreement being filed with the Board concurrently herewith under Recordation Number _____.

The name and address of the party to the enclosed document are:

Lessor: Trinity Industries Leasing Company
2525 Stemmons Freeway
Dallas TX 75207

[Lessee: Georgia Power Company
PO Box 4545
Atlanta GA 30302]

Mr. Vernon A. Williams
March 31, 2006
Page two

A description of the railroad equipment covered by the enclosed document is:

240 railcars GALX 6201 – GALX 6440.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

REGISTRATION NO. 26277-6 FILED
MAR 31 '06 1-09 PM
SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

Memorandum of Lease Agreement made and entered into on March 31, 2006 by Trinity Industries Leasing Company, a Delaware corporation (the "**Lessor**").

W I T N E S S E T H:

The Lessor and Georgia Power Company, a Georgia corporation (the "Lessee") undersigned have entered into that certain Railroad Car Lease Agreement (the "Lease Agreement"), dated as of March 28, 2006, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad cars as listed on each Rider incorporated therein.

The Lessor and Lessee have executed Rider One (1) to Railroad Car Lease Agreement, dated as of March 28, 2006, whereby the Lessor has agreed to lease to Lessee and the Lessee has agreed to lease from the Lessor certain railroad cars bearing road numbers as listed on Exhibit A hereto.

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

TRINITY INDUSTRIES LEASING
COMPANY

By: 

Name: Eric Marchetto
Title: Vice President

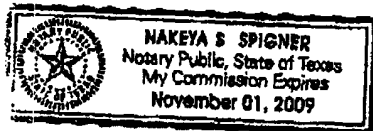
Executed on this 31 day of March, 2006

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 31 day of March 2006, before a Notary Public in and for said County and State, personally appeared Eric Marchetto, who being by me duly sworn, says that (s)he is the Vice President of Trinity Industries Leasing Company, that said instrument was signed on March 31, 2006 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Nakeya S. Spigner
Name: Nakeya S. Spigner
Notary Public



My Commission Expires: November 1, 2009
Residing in: Dallas, Texas

[Memorandum of Lease Agreement]

EXHIBIT A

Equipment:	Rapid Discharge Model VI aluminum body, steel underframe, 119 ton open top hopper car equipped with rotary couplers, built consistent with Trinity North American Freight Car, Inc. Specification NO. HT-4207-D5Q124, Revision E. Cars
Quantity:	Two Hundred Forty (240) units
Road Numbers Prefix GALX	See Attachment 1

[Memorandum of Lease Agreement]

Attachment 1

6201	6240	6279	6318	6357	6396	6435
6202	6241	6280	6319	6358	6397	6436
6203	6242	6281	6320	6359	6398	6437
6204	6243	6282	6321	6360	6399	6438
6205	6244	6283	6322	6361	6400	6439
6206	6245	6284	6323	6362	6401	6440
6207	6246	6285	6324	6363	6402	
6208	6247	6286	6325	6364	6403	
6209	6248	6287	6326	6365	6404	
6210	6249	6288	6327	6366	6405	
6211	6250	6289	6328	6367	6406	
6212	6251	6290	6329	6368	6407	
6213	6252	6291	6330	6369	6408	
6214	6253	6292	6331	6370	6409	
6215	6254	6293	6332	6371	6410	
6216	6255	6294	6333	6372	6411	
6217	6256	6295	6334	6373	6412	
6218	6257	6296	6335	6374	6413	
6219	6258	6297	6336	6375	6414	
6220	6259	6298	6337	6376	6415	
6221	6260	6299	6338	6377	6416	
6222	6261	6300	6339	6378	6417	
6223	6262	6301	6340	6379	6418	
6224	6263	6302	6341	6380	6419	
6225	6264	6303	6342	6381	6420	
6226	6265	6304	6343	6382	6421	
6227	6266	6305	6344	6383	6422	
6228	6267	6306	6345	6384	6423	
6229	6268	6307	6346	6385	6424	
6230	6269	6308	6347	6386	6425	
6231	6270	6309	6348	6387	6426	
6232	6271	6310	6349	6388	6427	
6233	6272	6311	6350	6389	6428	
6234	6273	6312	6351	6390	6429	
6235	6274	6313	6352	6391	6430	
6236	6275	6314	6353	6392	6431	
6237	6276	6315	6354	6393	6432	
6238	6277	6316	6355	6394	6433	
6239	6278	6317	6356	6395	6434	
6240	6279	6318	6357	6396	6435	

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

3/30/06



Robert W. Alvord